R	22	C	OI	14	ΔI	IFIC.		ON	2
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T56.	las the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, cense or construction permit revoked or had any application for an initial, modification or renewal of FCC station	(N) <u>Y</u> es	<u>N</u> o
	authorization, license, construction permit denied by the Commission?	See	Section	II.B
T57.	Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N) <u>Y</u> es	<u>N</u> o
T58.	Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N) <u>Y</u> es	<u>N</u> o
T59.	is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	7 151) <u>Y</u> es	<u>N</u> o

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned and until the consent of the Federal Communications Commission has been given; the hereof and are incorporated berein as if set out in full in this application; that neither benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse possession or distribution of a controlled substance and that all statements made in his or her knowledge and belief.	at all exhibits attached or referenced hereiners a material part er the assignor or transferor is subject to a denial of Federal Act of 1988, 21 U.S.C. Section 882, because of a conviction for
T60. Typed Name of Person Signing	T61. Title
T6:: Signature	T63. Dele

ASSIGNEE OR TRANSFEREE CERTIFICATION

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

T65. Typed Name of Person Signing	T66. Title		
Faul H. Kuzia	Executive Vice Technology and	President, Regulatory	Affairs
T. Signature Sulva		T68. Date AUG 2	6 1998

MobileMedia Paging, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Paging and Radiotelephone Service (CD). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA). As part of the proposed transaction, these license interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

KAA209	KAA277	KAA281	KAA283	KAA889	KAD512
KAD516	KAQ616	KCA725	KCB890	KCC484	KCC786
KCC797	KCI295	KCI297	KCI309	KDS312	KEC738
KEC933	KED360	KEJ886	KEK287	KFJ888	KGA248
KGA249	KGA806	KGA807	KGB874	KGC230	KGC587
KGC591	KGC594	KGI277	KG1774	KG1778	KKB564
KKB636	KKB643	KKG412	KKI460	KKJ451	KLF557
KLF630	KLF641	KMA257	KMA837	KMD689	KMD990
KMD995	KMM581	KMM684	KMM694	KNKB909	KNKC366
KNKC377	KNKC436	KNKD368	KNKD369	KNKD370	KNKD372
KNKD374	KNKD379	KNKD381	KNKD393	KNKD398	KNKD409
KNKD410	KNKD415	KNKD417	KNKD419	KNKD442	KNKD669
KNKD782	KNKE200	KNKE201	KNKE239	KNKE322	KNKE410
KNKE443	KNKE444	KNKE456	KNKE458	KNKE459	KNKE472
KNKE491	KNKE659	KNKG256	KNKG257	KNKG258	KNKG259
KNKG261	KNKG263	KNKG441	KNKG442	KNKG619	KNKG818
KNKG819	KNKG860	KNKG861	KNKG862	KNKG863	KNKI613
KNK1970	KNKI993	KNKJ205	KNKJ211	KNKJ258	KNKJ353
KNKJ401	KNKJ404	KNKJ405	KNKJ443	KNKJ447	KNKJ535
KNKJ609	KNKJ659	KNKJ719	KNKJ894	KNKJ898	KNKJ923
KNKJ927	KNKJ950	KNKJ951	KNKJ954	KNKJ958	KNKJ971
KNKK364	KNKK430	KNKK823	KNKK843	KNKL263	KNKL438
KNKL440	KNKL454	KNKL456	KNKL457	KNKL858	KNKL862
KNKM455	KNKM465	KNK M 590	KNKM812	KNKM817	KNKM819

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KNKM829	KNK M 838	KNK M 845	KNKM877	KNKM880	KNKM977
KNKO276	KNKO380	KNKO386	KNKO423	KNKO424	KNKO436
KNKO437	KNKO528	KNKO530	KNKO531	KNKO562	KNKO570
KNKO571	KNKO682	KNKO695	KNKO917	KNKO927	KNKO929
KNKO997	KNKP201	KNKP275	KNKP355	KNKP734	KNKP813
KNKS226	KNLM265	KNL M 494	KNL M 844	KNLM907	KNLM964
KNLP809	KNLP823	KNLP825	KNLP856	KNLP932	KNLP940
KNLQ631	KNLQ897	KNLR470	KNLR758	KNLR759	KNLR815
KNLR934	KOR556	KOR557	KOR615	KOR617	KOR700
KOR738	KOR867	KOR881	KOR900	KOR938	KOR953
KOR964	KOS205	KOS206	KPA482	KPE329	KRM955
KRM971	KRS651	KRS653	KRS665	KRS674	KSA262
KSV926	KSV954	KSV955	KTS204	KTS279	KTS280
KUO618	KUO630	KUO631	KUO650	KUO651	KUO652
KUS282	KUS292	KUS352	KUS353	KUS354	KUS405
KUS412	KWT883	KWT922	KWT982	KWU200	KWU229
KWU230	KWU232	KWU287	KWU290	KWU372	KWU413
KWU455	KWU503	WQZ558	WQZ692	WRD376	WRD394
WRD661	WRV972	WRW223	WRW245	WS1705	WXS311
WXS478					

In preparation of this filing, Applicant has carefully reviewed its license database and other available records. In addition, Applicant has made every effort to consult and review the Commission's publicly available records. As a result, the information contained in this application, including this schedule of licenses, has been deemed to be true and correct to the best of Applicant's knowledge, information and belief. Nevertheless, it is possible that errors in the Applicant's or Commission's records or simple clerical mistakes may have resulted in some unintended inaccuracies in the instant application. Applicant will amend or supplement this application upon the discovery of any such errors or upon the discovery of new information. By this filing, however, Applicant intends to transfer all of its FCC licenses and pending applications.

3:34:10 PM, 8/25/98 Page 2

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by CMS 3069-0319 Est. Avg. Burden Hours Par Response; 3 Hrs. FCC Use Only (File Number)

Application for Assignment of Authorization or Consent to Transfer of Control of Licensee

Commercial Mobile Radio Services Rural Radiotelephone Service

FCC Use Only

FILING FEE

-	B) Fee Type Code	(b) Fee Multiple	(C) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
ı		FCC Form 159		\$	

ASSIGNOR OR TRANSFEROR

_V					
MobileMedia Corporation, Debtor-in-Possession T2. Voice Telephone Number (201) 969-4692					
T3. Assumed Name Used for Doing Business (if any) T4. Fax Telephone Number (201) 969-4526					
T5. Mailing Street Address or P.O. Box					
One Executive Drive, Suite 500		,			
T6. City	T7. State	T8. Zip Code			
Fort Lee	NJ	07024			
T9. Name of Contact Representative (if other than Assignor or Transferor)	1	Telephone Number			
	1 (202	429-7388			
Nancy J. Victory, Esq.	202	.2200			
Nancy J. Victory, Esq. T11. Firm or Company Name		lephone Number			
		lephone Number			
T11. Firm or Company Name	T12. Fax Te	lephone Number			
T11. Firm or Company Name Wiley, Rein & Fielding	T12. Fax Te	lephone Number			
T11. Firm or Company Name Wiley, Rein & Fielding T13. Mailing Street Address or P.O. Box	T12. Fax Te	lephone Number			
T11. Firm or Company Name Wiley, Rein & Fielding T13. Mailing Street Address or P.O. Box 1776 K Street, N.W.	T12. Fax Te	lephone Number) 429-7207			

TYPE OF TRANSACTION

T 17.	This application requests (T) Assignment of authorization Consent to Transfer of Control of Licensee	
T18.	How will assignment or transfer of control be accomplished? (O*) Sale or other transfer or assignment of stock Other *See Section II.C.	
T19.	This assignment of authorization or transfer of control of licensee is (V) <u>V</u> oluntary <u>I</u> nvoluntary	
T20.	Will this be a <u>pro_forma_assignment or transfer of control?</u> (N) Yes No	
T21.	Is local or state authorization required for this assignment or transfer of control? (*) Yes No necessary state authorization	s.

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

	AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED				
	T22. Call Sign	T23. Radio Service	T24. Date of Grant	T25. How Obtained	T26. Name of Licensee (as appearing in FCC Records)
					See Exhibit 1
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ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
ihares to be transferred	See Section II.C.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee New Shareholders of Arch Communications Group, Inc.	(See also FCC Form 430 at Section VII.D.)	1	Telephone Number) 870-6700
T35. Assumed Name Used for Doing Business (if any)		Naphone Number 836-2760
T37. Mailing Street Address or P.O. Box			
1800 West Park Drive, Suite 250			
T38. City		T39. State	T40. Zip Code
Westborough		MA	01581

NEW LICENSEE INFORMATION (See Exhibit 1 and Section II.C.)

T41. Legal Name of Licensee MobileMedia License Co. L.L.C.			T42. Voice Telephone Number (201) 969-4692		
T43. Assumed Name Used for Doing Business		T44. Fax Telephone Number (201) 969-4526			
T45. Mailing Street Address or P.O. Box ATTN: Patricia A. Gray, Esq. One Executive Drive, Suite 500					
T46. City			T47. State	T48. Zip Code	
Fort Lee			NJ	07024	
T49. Taxpayer Identification Number TBD		T50. Internet or e-mail address pgray@mobilecomm.com			

ALIEN OWNERSHIP

T51.	Is the assignae or transferee a foreign government or the representative of any foreign government?	(N)	Yes	<u>N</u> o
T52.	Is the assignee or transferee an alien or the representative of an alien?	(N)	<u>Y</u> es	<u>N</u> o
T53.	Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	Yes	<u>N</u> o
T54.	Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	<u>Y</u> es	<u>N</u> o
T55.	Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? * If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N)	<u>Y</u> es	<u>N</u> o

BASIC QUALIFICATIONS

T56.	Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N) See See	Yes ction I	<u>№</u> I.B.	
T57.	Has the assignor or transferor, assignee or transferoe, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	<u>Y</u> es	<u>N</u> o	
T58.	Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N)	<u>Y</u> es	<u>N</u> o	
T 59.	Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N)	<u>Y</u> es	<u>N</u> o	

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complets and correct to the best of his or her knowledge and belief.

T60. Typed Name of Person Signing

Joseph A. Bondi

T61. Title

Chairman - Restructuring

T63. Date

September 1, 1998

ASSIGNEE OR TRANSFEREE CERTIFICATION

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any sult or proceeding had or commenced againsts the assigner or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby confiles that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

T64. The assignee or transferee is a (an) (C) Individual Unincorporated Association Partnership Corporation

T65. Typed Name of Person Signing

Paul H. Kuzia

T66. Title Executive Vice President,
Technology and Regulatory Affairs

T67. Signature

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T56	Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station) <u>Y</u> es	<u>N</u> o
	authorization, license, construction permit denied by the Commission?	See	Section	II.B
T5″	7. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N) <u>Y</u> es	<u>N</u> o
T53	3. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?) <u>Y</u> es	<u>N</u> o
T#S	9. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	1 1) <u>Y</u> es	<u>N</u> o

ASSIGNOR OR TRANSFEROR CERTIFICATION

in assignor or TRANSFEROR represents and until the consent of the Federal Commun hereof and are incorporated berein as if set benefits that includes FCC benefits pursuant possession or distribution of a controlled suhis or her knowledge and belief.	ications Commission has been given; th out in full in this application; that neith t to Section 5301 of the Anti-Drug Abuse	at all exhibits attached or a er the assignor or transfe Act of 1988, 21 U.S.C. Sect	referenced herein are a material part eror is subject to a denial of Federal fion 862, because of a conviction for
760. Typed Name of Person Signing		T61. Title	
62. Signature			T63. Date

ASSIGNEE OR TRANSFEREE CERTIFICATION

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

T64. The assignee or transferee is a (an) (C) <u>I</u> ndividua	Unincorporated Association Partnership Corporation
T65. Typed Name of Person Signing	T66. Title
Paul H. Kuzia	Executive Vice President, Technology and Regulatory Affairs
T67. Signature	T68. Date
Jan of Suna	AUG 2 6 1998

MobileMedia DP Properties, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Business Radio Service (IB/IG). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (JA). As part of the proposed transaction, these license interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

KNNF432	WNAX283	WNDP456	WNFZ603	WNGL298	WNGT987
WNHE513	WNHS649	WNIT462	WNJF657	WNJP671	WNJQ778
WNJX901	WNJX917	WNJZ966	WNJZ984	WNKN728	WNKS276
WNLL872	WNMB891	WNMC296	WNMC905	WNMY497	WNNO982
WNN V845	WNPC348	WNPK405	WNPQ626	WNQF843	WNQ0721
WNSI548	WNSM355	WNSP282	WNSS753	WNVB846	WNV 1996
WNVJ260	WNVR451	WNWC244	WNWC611	WNWS560	WNW X751
WNXI436	WNXJ215	WNXP859	WNXQ450	WNXS252	WNXV733
WNXZ489	WN YH992	WNYV762	WNZJ359	WNZZ555	WPAH861
WPAH862	WPAT351	WPBD947	WPBS216	WPBV776	WPCC736
WPCK336	WPCM203	WPCN795	WPCQ685	WPDC729	WPDH361
WPDQ469	WPDV969	WPDX552	WPDX824	WPEG905	WPE1929
WPFA559	WPFA560	WPFA561	WPFJ848	WPFQ440	WPFS500
WPFV599	WPGA898	WPGP551	WPGQ307	WPGQ675	WPGW446
WPHN999	WPHP665	WPIA235	WPID657	WPKX258	WPKX265
WPKX266	WPKX267	WPBB899	WPKX262	WPLY935	WPME516

In preparation of this filing, Applicant has carefully reviewed its license database and other available records. In addition, Applicant has made every effort to consult and review the Commission's publicly available records. As a result, the information contained in this application, including this schedule of licenses, has been deemed to be true and correct to the best of Applicant's knowledge, information and belief. Nevertheless, it is possible that errors in the Applicant's or Commission's records or simple clerical mistakes may have resulted in some unintended inaccuracies in the instant application. Applicant will amend or supplement this application upon the discovery of any such errors or upon the discovery of new information. By this filing, however, Applicant intends to transfer all of its FCC licenses and pending applications.

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMS 81.63-6360

FCC Use Only (File Number)

Application for Assignment of Authorization or Consent to Transfer of Control of Licensee

> Commercial Mobile Radio Services Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(C) Fee Due for Fee Type Code in (a)	(d) Tatel Amount Due	FCC Use Only
See associated			\$	

ASSIGNOR OR I KANSFI	ERUR				
T1. Name of Assignor or Transferor	T2. Voice Telephone Number				
MobileMedia Corporation, Debtor-in-Possession	(201)	969-4692			
T3. Assumed Name Used for Doing Business (if any)	T4. Fax Telephone Number (201) 969-4526				
T5. Mailing Street Address or P.O. Box					
One Executive Drive, Suite 500					
T6. City	T7. State	T8. Zip Code			
Fort Lee	NJ	07024			
T9. Name of Contact Representative (if other than Assignor or Transferor)	T10. Voice	Telephone Number			
Nancy J. Victory, Esq.	(202) 429-7388				
T11. Firm or Company Name	T12. Fax Telephone Number				
Wiley, Rein & Fielding	(202) 429-7207			
T13. Mailing Street Address or P.O. Box					
1776 K Street, N.W.					
T14. City	T15. State	T16. Zip Code			
Washington	D.C.	20006			
			_		

TYPE OF TRANSACTION

T17.	This application requests (T) Assignment of authorization	Consent	t to <u>T</u> ransfe	r of Contro	ol of Licensee	
T18.	How will assignment or transfer of control be accomplished? (O*)	Sale o	r other trans e Section	sfer or as: II.C.	signment of stock	<u>O</u> ther
T19.	This assignment of authorization or transfer of control of licensee is (v)	<u>V</u> oluntary	Involunta	ary	
T20.	Will this be a $\underline{\text{pro forma}}$ assignment or transfer of control? (N)	<u>Y</u> es	<u>N</u> o			
T21.	Is local or state authorization required for this assignment or transfer of	control?	(*)	<u>Y</u> es		t will obtain all ate authorizations

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

_				BE ASSIGNED OR TRANSFERRED
T22. Call Sign	T23. Radio Service	T24. Date of Grant	T25. How Obtained	T26. Name of Licensee (as appearing in FCC Records)
				See Exhibit 1
	_		<u> </u>	
		<u> </u>	 	
			-	
			 	
			 	

ASSIGNMENT OF STOCK

	Stock	Number of Shares	Classification
s	nares to be transferred	See Section II.C.	T28.
s	hares issued and outstanding	T29.	T30.
S	hares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

33. Name of Assignee or Transferee New Shareholders of Arch Communications Group, Inc.	(See also FCC Form 430 at Section VII.D.)		Selephone Number
735. Assumed Name Used for Doing Business (if any)			lephone Number 836-2760
F37. Mailing Street Address or P.O. Box			
1800 West Park Drive, Suite 250			
T38. City		T39. State	T40. Zip Code
Westborough		MA	01581

NEW LICENSEE INFORMATION (See Exhibit 1 and Section II.C.)

		PLACET HAI OLIMIN HOLE (Dec Titalies & min per			
41. Legal Name of Licensee			T42. Voice Telephone Number		
MobileMedia License Co. L.L.C.			(201) 969-4692		
T43. Assumed Name Used for Doing Busine			lephone Number) 969-4526		
T45. Mailing Street Address or P.O. Box	ATTN: Patricia A	•			
T46. City			T47. State	T48. Zip Code	
Fort Lee			NJ	07024	
T49. Taxpayer Identification Number		T50. Internet or e-mail a	ddress		
TBD		pgray@mobilecomm.com			

ALIEN OWNERSHIP

T51.	Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	<u>Y</u> es	<u>N</u> o
T52.	Is the assignee or transferee an alien or the representative of an alien?	(N)	<u>Y</u> es	<u>N</u> o
T53.	Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	<u>Y</u> es	<u>N</u> o
T54.	Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	<u>Y</u> es	<u>N</u> o
T55.	Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? "If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N)	<u>Y</u> es	<u>N</u> o

BASIC QUALIFICATIONS

T5	Б.	Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N) See Se	Yes ction I	
Τ:	7.	Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	<u>Y</u> es	<u>N</u> o
T	58.	Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N)	<u>Y</u> es	Ño
175	59.	Is the assignor or transferor, assignee or transferoe, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferoe, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N)	<u>Y</u> es	<u>N</u> o

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.

T60. Typed Name of Person Signing	T61. Title
Joseph A. Bondi	Chairman - Restructuring
T62. Signature	T63. Date
AV Sand	September 1, 1998

ASSIGNEE OR TRANSFEREE CERTIFICATION

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assigner or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assigner or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a controlled or possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

T64.	The assignee or transferee is a (an)	(C)	Individual	Unincerporated Associ	ciation Pa	ırtnership	Corporation
T65.	Typed Name of Person Signing		Paul H. Kuzia	186_T			Vice President, Regulatory Affairs
T67.	Signature					T68. Da	te

BASIC QUALIFICATIONS

	T56.	Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?) <u>Y</u> es	<u>N</u> o
L				Section	II.B
	T57.	Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N) <u>Y</u> es	<u>N</u> o
	T58.	Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N) <u>Y</u> es	<u>N</u> o
	T59.	Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N) <u>Y</u> es	<u>N</u> o

ASSIGNOR OR TRANSFEROR CERTIFICATION

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T	Typed Name of Person Signing	T61. Title			
Ti	2. Signature		T63. Belo		

ASSIGNEE OR TRANSFEREE CERTIFICATION

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

64. The assignee or transferee is a (an) (C) Individual	Unincorporated Association	<u>P</u> artnership	<u>C</u> orporation
65. Typed Name of Person Signing	T66. Title		
Paul H. Kuzia	Executive Vincential Technology	ce Presiden	t r√ Affairs
67. Signature		T68. Date	
som of sure) AU	IG 2 6 1998

MobileMedia DP Properties, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Air-ground Radiotelephone Service (CG). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA). As part of the proposed transaction, these license interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

KNKO580 KUC879 KUC983

In preparation of this filing, Applicant has carefully reviewed its license database and other available records. In addition, Applicant has made every effort to consult and review the Commission's publicly available records. As a result, the information contained in this application, including this schedule of licenses, has been deemed to be true and correct to the best of Applicant's knowledge, information and belief. Nevertheless, it is possible that errors in the Applicant's or Commission's records or simple clerical mistakes may have resulted in some unintended inaccuracies in the instant application. Applicant will amend or supplement this application upon the discovery of any such errors or upon the discovery of new information. By this filing, however, Applicant intends to transfer all of its FCC licenses and pending applications.

4:31:16 PM, 8/25/98 Page 1

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

FCC Use Only (File Number)

Application for Assignment of Authorization or Consent to Transfer of Control of Licensee

> Commercial Mobile Radio Services Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(C) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
ĺ	FCC Form 159		\$	

ASSIGNOR OR TRANSFEROR						
11. Name of Assignor or Transferor	i .	lephone Number				
MobileMedia Corporation, Debtor-in-Possession	(201) 969-4692					
Γ3. Assumed Name Used for Doing Business (if any)	1	phone Number 969-4526				
T5. Mailing Street Address or P.O. Box						
One Executive Drive, Suite 500						
T6. City	T7. State	T8. Zip Code				
Fort Lee	NJ	07024				
T9. Name of Contact Representative (if other than Assignor or Transferor)	T10. Voice	Telephone Number				
Nancy J. Victory, Esq.	(202)	429-7388				
T11. Firm or Company Name Wiley, Rein & Fielding		lephone Number) 429-7207				
T13. Mailing Street Address or P.O. Box						
1776 K Street, N.W.						
T14. City	T15. State	T16. Zip Code				
Washington	D.C.	20006				

TYPE OF TRANSACTION

T17.	This application requests (T) Assignment of authorization	Consen	t to <u>T</u> ransfe	r of Contr	of Licensee
T18.	How will assignment or transfer of control be accomplished? (O*)	Sale o	r other tran e Section	sfer or as II.C.	signment of stock <u>O</u> ther
T19.	This assignment of authorization or transfer of control of licensee is	(V)	<u>V</u> oluntary	Involunt	ary
T20.	Will this be a pro forma assignment or transfer of control? (N)	<u>Y</u> es	<u>N</u> o		
T21.	Is local or state authorization required for this assignment or transfer of	f control?	(*)	<u>Y</u> es	*Applicant will obtain all necessary state authorizations

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

	AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED								
	T22. Call Sign	T23. Radio Service	T24. Date of Grant	T25. How Obtained	T26. Name of Licensee (as appearing in FCC Records)				
					See Exhibit 1				
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ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	See Section II.C.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee New Shareholders of Arch Communications Group, Inc.	(See also FCC Form 430 at Section VII.D.)	1	Felephone Number 870-6700			
T35. Assumed Name Used for Doing Business (if any)			lephone Number 836-2760			
T37. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250						
T38. City Westborough		T39. State	T40. Zip Code 01581			

NEW LICENSEE INFORMATION (See Exhibit 1 and Section II.C.)

T41. Legal Name of Licensee MobileMedia License Co. L.L.C		Telephone Number 969-4692			
T43. Assumed Name Used for Doing Busine		T44. Fax Telephone Number (201) 969-4526			
T45. Mailing Street Address or P.O. Box ATTN: Patricia A. Gray, Esq. One Executive Drive, Suite 500					
T46. City			T47. State	T48. Zip Code	
Fort Lee			NJ	07024	
T49. Taxpayer Identification Number TBD		T50. Internet or e-mail address pgray@mobilecomm.com			

ALIEN OWNERSHIP

T51.	Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	<u>Y</u> es	<u>N</u> o
T52.	Is the assignee or transferee an alien or the representative of an alien?	(N)	<u>Y</u> es	<u>N</u> o
T53.	Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	<u>Y</u> es	<u>N</u> o
T54.	Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	<u>Y</u> es	<u>N</u> o
T55.	Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? * If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N)	<u>Y</u> es	<u>N</u> o

BASIC QUALIFICATIONS

T56.	Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N) See Se	Yes ction I	
T57.	Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	Yes	<u>N</u> o
758.	Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferoe, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N)	<u>Y</u> es	<u>N</u> o
f 59 .	Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N)	<u>Y</u> es	<u>N</u> o

ASSIGNOR OR TRANSFEROR CERTIFICATION

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made in this application are true, complete and correct to the best of his or her knowledge and belief.						
T60. Typed Name of Person Signing	T61. Title					
Joseph A. Bondi	Chain	man - Restructuring				
T62. Signature		T63. Date				
WA 18-de		September 1, 1998				

ASSIGNEE OR TRANSFEREE CERTIFICATION

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assigner or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferse, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

T64.	The assignee or transferee is a (an)	(C)	Individual	Uninsorporated A	ssociation	<u>P</u> artnership	Corporation
T65.	Typed Name of Person Signing		Paul H. Kuzia	76	6. Title Tecl		Vice President, Regulatory Affairs
T67.	Signature					T68. Date	

В	ΔS	SIC:	OI	AL	IF	IC.	Δ	T	IO	N	S
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Т5	Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, icense or construction permit revoked or had any application for an initial, modification or renewal of FCC station) <u>Y</u> es	<u>N</u> o
	authorization, license, construction permit denied by the Commission?	See	Section	II.B
T5	Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	1 1 1) <u>Y</u> es	<u>N</u> o
Т5	Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	{ 14) <u>Y</u> es	<u>N</u> o
T5	Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?) <u>Y</u> es	<u>N</u> o

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned and until the consent of the Federal Communications Commission has been given; the hereof and are incorporated berein as if set out in full in this application; that neither benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse of possession or distribution of a controlled substance and that all statements made in his or her knowledge and belief.	at all exhibits attached or referenced herein are a material part er the assignor or transferor is subject to a denial of Federal Act of 1988, 21 U.S.C. Section 862, because of a conviction for
T6b. Typed Name of Person Signing	T61. Title
T62. Signature	T63. Date

ASSIGNEE OR TRANSFEREE CERTIFICATION

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T34. The assignee or transferee is a (an) (C)	Individual <u>U</u> nincorpo	rated Association	Partnership	<u>C</u> orporation
Ti35. Typed Name of Person Signing		T66. Title	D	
Paul H. Kuzia		Executive Vice Technology and	Regulatory	Affairs
Tis7. Signature			T68. Date AUG 2	6 1998

MobileMedia DP Properties, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Paging and Radiotelephone Service (CD). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA). As part of the proposed transaction, these license interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

KDS397	KDS782	KFL877	KFL922	KIB384	KIG841
KIJ352	KIQ511	KIY409	KIY441	KIY449	KIY508
KIY720	KIY779	KJU805	KJU814	KKB513	KKB627
KKB686	KKB717	KKB733	KLF484	KLF611	KLF612
KLF659	KNKG601	KNKI865	KNKJ412	KNKJ910	KNKL227
KNKL574	KNKL639	KNKO345	KNKO447	KNKO512	KNKO565
KNKO583	KNKO589	KNKO590	KNKO593	KNKO597	KNKO598
KNKO762	KNLS567	KNLS568	KNLS569	KNLS570	KNLS571
KNLS572	KNLS576	KNLS577	KNLS578	KNLS579	KNLS582
KNLS585	KNLS587	KNLS588	KNLS590	KNLS595	KNLS599
KNLS601	KNLS602	KNLS604	KNLS605	KNLS606	KNLS607
KNLS609	KNLS610	KNLS611	KNLS612	KNLS613	KNLS615
KNLS616	KNLS620	KNLS621	KNLS622	KNLS624	KNLS626
KNLS636	KNLS637	KNLS638	KNLS641	KNLS644	KNLS645
KNLS646	KNLS648	KNLS651	KNLS653	KPA428	KPD969
KQZ749	KRH656	KRH658	KRH659	KRH661	KSV905
KTS220	KTS235	KUA277	KUC855	KUC985	KUD235
KUD236	KUO568	KUO605	KUS396	KWT882	KWU321
KWU462	KWU515	WRV269	WRV952	WSI673	WXR962
WXS376	WXS377				

In preparation of this filing, Applicant has carefully reviewed its license database and other available records. In addition, Applicant has made every effort to consult and review the Commission's publicly available records. As a result, the information contained in this application, including this schedule of licenses, has been deemed to be true and correct to the best of Applicant's knowledge, information and belief. Nevertheless, it is possible that errors in the Applicant's or Commission's records or simple clerical mistakes may have resulted in some unintended inaccuracies in the instant application. Applicant will amend or supplement this application upon the discovery of any such errors or upon the discovery of new information. By this filing, however, Applicant intends to transfer all of its FCC licenses and pending applications.

3:35:39 PM, 8/25/98 Page 1

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB 3000-0319 Est. Aug. Burden Hours Per Response. 3 Hrs. FCC Use Only (File Number)

Application for Assignment of Authorization or Consent to Transfer of Control of Licensee

Commercial Mobile Radio Services Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(C) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
	FCC Form 159		\$	

ASSIGNOR OR TRANSFEROR

ASSIGNOR OR TRANSP	EROR			
1. Name of Assignor or Transferor	T2. Voice Telephone Number (201) 969-4692			
MobileMedia Corporation, Debtor-in-Possession				
T3. Assumed Name Used for Doing Business (if any)	T4. Fax Telephone Number (201) 969-4526			
T5. Mailing Street Address or P.O. Box				
One Executive Drive, Suite 500				
T6. City	T7. State	TB. Zip Code		
Fort Lee	NJ	07024		
T9. Name of Contact Representative (if other than Assignor or Transferor)	T10. Voice 1	Telephone Number		
Nancy J. Victory, Esq.	(202)	429-7388		
T11. Firm or Company Name	T12. Fax Te	lephone Number		
Wiley, Rein & Fielding	(202)	429-7207		
T13. Mailing Street Address or P.O. Box				
1776 K Street, N.W.				
T14. City	T15. State	T16. Zip Code		
Washington	D.C.	20006		

TYPE OF TRANSACTION

T 17.	This application requests (T) Assignment of authorization	Consen	t to <u>T</u> ransfe	r of Contro	of consee	
T18.	How will assignment or transfer of control be accomplished? (O*)	Sale o	or other transee Section	sfer or as: II.C.	signment of stock	<u>O</u> ther
T19.	This assignment of authorization or transfer of control of licensee is	(v)	⊻oluntary	Involunta	ary	
T20.	Will this be a $\underline{\text{pro forma}}$ assignment or transfer of control? (N)	Yes	<u>N</u> o			
T21.	Is local or state authorization required for this assignment or transfer of	of control?	(*)	<u>Y</u> es		t will obtain all tate authorizations

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

	AUT	HORIZAT		BE ASSIGNED OR TRANSFERRED
T22. Call Sign	T23. Radio Service	T24. Date of Grant	T25. How Obtained	T26. Name of Licensee (as appearing in FCC Records)
				See Exhibit 1
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ASSIGNMENT OF STOCK

Γ	Stock	Number of Shares	Classification
	Shares to be transferred	See Section II.C.	T28.
	Shares issued and outstanding	T29.	T30.
	Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee New Shareholders of Arch Communications Group, Inc.	(See also FCC Form 430 at Section VII.D.)	1	Felephone Number 870-6700
T35. Assumed Name Used for Doing Business (if any)		lephone Number 836-2760	
T37. Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250			
T38. City Westborough		T39. State	T40. Zip Code 01581

NEW LICENSEE INFORMATION (See Exhibit 1 and Section II.C.)

T41. Legal Name of Licensee MobileMedia License Co. L.L.C.	1	(201) 969-4692			
T43. Assumed Name Used for Doing Business (if a		T44. Fax Telephone Number (201) 969-4526			
T45. Mailing Street Address or P.O. Box ATTN: Patricia A. Gray, Esq. One Executive Drive, Suite 500					
T46. City		T47. State	T48. Zip Code		
Fort Lee		NJ	07024		
T49. Taxpayer Identification Number TBD		T50. Internet or e-mail address pgray@mobilecomm.com			

ALIEN OWNERSHIP

T51.	Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	<u>Y</u> es	<u>N</u> o
T52.	Is the assignee or transferee an alien or the representative of an alien?	(N)	<u>Y</u> es	<u>N</u> o
T53.	is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	<u>Y</u> es	<u>N</u> o
T54.	Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	Yes	<u>N</u> o
T 5 5.	Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N)	<u>Y</u> es	<u>N</u> o

	BASIC QUALIFICAT	IONS			
T56.	Has the assignor or transferor, assignee or transferee, or any party to this application, license or construction permit revoked or had any application renewal of FCC station authorization, license, construction permit denied by the station authorization is construction or transfered by the station authorization is construction or transfered by the station authorization is constructed by the station authorization authorization is constructed by the station authorization autho	for an initial, modification	/>	Yes ction I	<u>№</u> 0 I.B.
157 .	Has the assignor or transferor, assignee or transferoe, or any party to this appropriate or indirectly controlling the assignor or transferor, assignee or transferoe, or ever been convicted of a felony by any state or federal court?			Yes	<u>N</u> o
T58.	Has any court finally adjudged the assignor or transferor, assignee or transplication, or any person directly or indirectly controlling the assignor or transport or any party to this application, guilty of unlawfully monopolizing or attemption radio communication, directly or indirectly, through control of manufacture exclusive traffic arrangement or any other means or unfair methods of competitions.	feror, assignee or transfere ng unlawfully to monopoliz or sale of radio apparatu	e, ze (N)	<u>Y</u> es	<u>N</u> o
T59.	Is the assignor or transferor, assignee or transferoe, or any party to this applied or indirectly controlling the assignor or transferor, assignee or transferoe, or currently a party in any pending matter referred to in the precading two items	any party to this applicatio		<u>Y</u> es	<u>N</u> o
	ASSIGNOR OR TRANSFEROR	CERTIFICATION			
refer or tr of 19	ASSIGNOR or TRANSFEROR represents that the authorization will not interred unless and until the consent of the Federal Communications Commonded the entering are a material part hereof and are incorporated herein as if any	mmission has been give let out in full in this appli fits pursuant to Section t libution of a controlled su	n; that all exhi- cation; that nelt i301 of the Anti-	bits att her the Orug A	ached or assignor buse Act
T60.	Typed Name of Person Signing	T61. Title		 '- '	
	Joseph A. Bondi	Chairmai	n - Restructu	ring	
T62.	Signature	, , ,	3. Date	1998	8

ASSIGNEE OR TRANSFEREE CERTIFICATION

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assigner or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assigner or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 882, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

T64.	The assignee or transferee is a (an)	(C)	Individual	Unincerporate	ed Association	<u>P</u> artnership	Corporation
T65.	Typed Name of Person Signing		Paul H. Kuzia		766. Title Tec		Vice President, Regulatory Affairs
T67.	Signature					T68. Date	•